DECLARATION OF G. MICHAEL SIEVERT Chief Marketing Officer, AT&T Wireless Services, Inc.

- I, G. Michael Sievert, hereby declare the following:
- 1. I am the Chief Marketing Officer and an Executive Vice President of AT&T Wireless Services, Inc. ("AWS"), reporting directly to the company's Chief Executive Officer and the company's President of Mobility Operations. I am responsible for AWS's marketing strategy and programs, including products and offers, advertising and marketing communications, partnerships and direct marketing. I have served as the Chief Marketing Officer for AWS since March 2002.
- 2. Prior to joining AWS, I was the Chief Marketing and Sales Officer at E*TRADE Group, Inc., in Menlo Park, California, where I led that company's worldwide marketing activities, including sales and product strategy, branding and advertising, business development, and customer relationship management. I have also held management positions with IBM and Procter & Gamble.
- 3. I received a Bachelor of Science in Economics degree from the Wharton School of the University of Pennsylvania, where I graduated magna cum laude.
- 4. I have reviewed the Declaration of Marc P. Lefar of Cingular Wireless, LLC ("Cingular"). AWS, like Cingular, has focused on a nationwide strategy in marketing its services, and in 1998 introduced the first nationwide one-rate plan for pricing wireless service. Although AWS's pricing structure and product offerings have evolved over the years, we have remained focused on selling predominantly a nationwide product. As discussed in more detail below, I generally concur with Mr. Lefar that AWS faces many of the same problems as Cingular in meeting current competitive challenges in the wireless marketplace.
- 5. Like Cingular, AWS views the rise of advanced, high-speed data services ("3G services") as a significant trend in the use and marketing of wireless service. AWS also views its ability to keep pace with other national wireless carriers in the deployment of these

services as crucial to its competitive success. Internationally, 3G services have demonstrated a high potential growth. Domestically, Verizon Wireless and Sprint PCS are aggressively investing in 3G services. In order to compete with these and other wireless service providers, AWS is developing its Universal Mobile Telecommunications System ("UMTS"), as is described further in the Declaration of Greg Slemons. Based upon the demand for AWS's present data services, I believe that 3G services will be a vital area of future growth, particularly for business customers. I have read the declaration of my colleague Greg Slemons with respect to the need for dedicated spectrum to deploy effectively UMTS technology over AWS's network and agree that the combined Cingular-AWS network will create the opportunity to better market advanced, high-speed data technology.

- 6. In marketing its services, AWS, like Cingular, competes today with at least five other carriers that also market their services on a nationwide basis. I concur with Mr. Lefar's assessment of this competition among these six national competitors, as well as with smaller regional competitors and other nationwide competitors, as fierce. AWS is under constant pressure to lower prices, improve service, add new services, and provide access to better devices in order to attract and retain customers. AWS's churn rate ranges from 2 to 4 percent monthly. I further concur that the advent of wireless local number portability ("LNP") in November 2003 has only made it easier for customers to switch carriers.
- 7. Over the past five years, the major trend in the wireless industry has been towards national pricing plans. This trend has manifested itself in two ways. First, carriers offer nationwide coverage at a single rate ("national plans"). Second, national and regional plans are generally priced consistently across the nation. AWS concurs with Cingular that the mobility of wireless service and customers, as well as the use of national advertising, constrain AWS's ability to vary its prices across its service area. In addition, every month our customer care operation which is staffed with approximately 21,000 care representatives fields calls from the equivalent of approximately 35% of our subscriber base. It would be extremely costly and

difficult for us to equip all those customer care representatives to deal with substantially increased variation in calling plan prices based on the subscribers' home calling areas.

- 8. As noted above, AWS was an early innovator in nationwide one-rate pricing for wireless services. AWS continues to focus its marketing efforts on nationwide plans. The large majority of our advertising dollars support national rate plans, products, or nationally consistent messages, and in the first two weeks of March of 2004, for example, 52% of AWS's new subscribers chose to subscribe to national plans. I also concur that the current pricing of national plans make them the best value proposition for most customers, even if they travel only occasionally. In addition, our customer research indicates that customers place significant value on plans which provide broad national coverage areas.
- 9. I concur with Mr. Lefar that there is no area where AWS currently is the only or even the primary source of Cingular's price competition.
- 10. Like Cingular, AWS needs a true nationwide network, offering consistently high quality service with consistent features, to market its national plans effectively. However, there are presently some gaps in AWS's nationwide coverage, in areas where it has either not been possible or cost-effective for AWS to build out its network.
- The competitive need to offer plans with true nationwide coverage has led AWS to offer plans (our "Digital One Rate" plans) that include within the bundled rate roaming service on the networks of AWS's preferred roaming partners. Roaming rates are high, however, on both TDMA and GSM networks. Thus, to remain competitive on price, we also offer "National Network" plans that include in the bundled rate service throughout the AWS network but charge roaming rates for all roaming service. As a result of high roaming rates, Digital One Rate plans are priced much higher than National Network plans. For example, the National Network plan at 600 minutes is priced at \$39.99, while the Digital One Rate plan at 650 minutes is priced at \$79.99. In addition, the National Network plan also includes Unlimited Nights and Weekends

and Unlimited Mobile-to-Mobile calling while the Digital One Rate plan does not. Likewise,

certain AWS advanced service may not be available when a customer roams.

12. Consumer dissatisfaction with paying roaming charges and desire for

simplicity and predictability in their bills is necessitating moving back to offering primarily one

rate pricing without separate customer roaming charges. But, as described above, due to the

increased costs to AWS to provide this service, the prices to consumers for these plans will

necessarily remain higher than the prices AWS would be able to offer for its network only plans.

The merger of Cingular and AWS will reduce roaming costs, resulting in lower one rate prices to

consumers.

13. Like Cingular, AWS's marketing efforts have had to address actual or

perceived service quality issues. By combining spectrum and infrastructure resources, the

merged entity will be in a better position to provide quality service, with fewer capacity

problems and "dead spots."

I declare under penalty of perjury that the foregoing is true and correct.

DATED: March 17, 2004

By: /s/

G. Michael Sievert Chief Marketing Officer and Executive Vice President AT&T Wireless Services, Inc.